

Tab 6



Loudoun County, Virginia

www.loudoun.gov

Office of the County Administrator

1 Harrison Street, S.E., 5th Floor, P.O. Box 7000, Leesburg, VA 20177-7000

Telephone (703) 777-0200 • Fax (703) 777-0325

At a business meeting of the Board of Supervisors of Loudoun County, Virginia, held in the County Government Center, Board of Supervisors' Meeting Room, 1 Harrison St., S.E., Leesburg, Virginia, on Tuesday, March 21, 2006 at 9:30 a.m.

PRESENT: Scott K. York, Chairman
Bruce E. Tulloch, Vice Chairman
James G. Burton
James E. Clem
Eugene A. Delgaudio
Sally Kurtz
Stephen J. Snow
Mick Staton Jr.
Lori L. Waters

IN RE: TRANSPORTATION / LAND USE COMMITTEE REPORT: ZMAP 2005-0001, SEVEN HILLS

Mr. Snow moved that the Board of Supervisors approve the recommendation of the Transportation and Land Use Committee that the Board of Supervisors approve ZMAP 2005-0001, Seven Hills, subject to the February 14, 2006 Proffer Statement, the Letter of Clarification dated March 21, 2006 and with the amended Findings for Approval.

Seconded by Mr. Delgaudio.

Voting on the Motion: Supervisors Clem, Delgaudio, Snow, Staton, and Tulloch – Yes;
Supervisors Burton, Kurtz, Waters and York – No.

COPY TESTE:

DEPUTY CLERK FOR THE LOUDOUN
COUNTY BOARD OF SUPERVISORS

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**Findings for Approval
ZMAP 2005-0001, Seven Hills**

1. The proposed rezoning application is consistent with the Revised General Plan with respect to size, density, mix of residential and non-residential uses, which implement major elements of a Countryside Village.
2. Considering the environmental features of the site, including extensive forested and wetland areas, open space is provided in appropriate locations and in a sufficient amount to support the proposed community.
3. The proposed Zoning Modifications are appropriate and necessary to implement major elements for a Countryside Village such that a compact, mixed use community is provided with sufficient open space.
4. The proposed rezoning application conforms to the Revised 1993 Zoning Ordinance, subject to inclusion of the proposed zoning modifications and additional modifications as needed to provide office uses for the community.
5. The Board has taken into account the existence of the Ticonderoga Farms agricultural districts east of the Seven Hills property, along with the purposes of the Agricultural & Forestal Districts Act. The Board of Supervisors finds that the approval of the Seven Hills rezoning is compatible, and will not interfere, with any bona fide agricultural or forestry activities at the Ticonderoga Farms agricultural and forestal districts. Seven Hills is separated from the agricultural districts by Route 659. The comprehensive plan recommends that Route 659 be widened, and such improvements are appropriate given present and future traffic demands. The agricultural districts are not contiguous to Seven Hills, and they are not even immediately across Route 659 from Seven Hills except for one district along a very limited frontage on Route 659. This finding is made after having fully considered Ticonderoga Farms' objections, and having made the considerations called for by Section 15.2-4312(B) of the Code of Virginia.

GUM SPRINGS ASSOCIATES L.C.
TWO GREENS /BRADDOCK LLC
8614 Westwood Center Drive
Suite 900
Vienna, VA 22182

March 21, 2006

BY HAND DELIVERY

Van Armstrong, Program Manager
Loudoun County Planning Department
1 Harrison Street, S.E., Third Floor
Leesburg, Virginia 20175

Seven Hills – ZMAP 2005-0001
Letter of Clarification of Proffer Statement

Dear Mr. Armstrong:

The Owners, as identified in the Proffer Statement dated January 7, 2005, as revised through February 14, 2006 (the "Proffer Statement"), for the referenced ZMAP application hereby submit this letter in order to clarify certain provisions of the Proffer Statement. Proffer paragraphs numbered I.A., III.D. IV.B., IV.C.1., IV.C.1.d., IV.C.2., IV.L. (new section) and V.D. are hereby clarified and restated in their entirety as follows:

I. CONCEPT PLAN

A. Substantial Conformity. *The Owners proffer that the Property shall be developed in substantial conformity with Sheets 1 - ~~17~~ 15 of the plan attached hereto as Exhibit A dated January 2005, as revised through ~~February 14,~~ March 14, 2006 and prepared by Urban Engineering Associates, Inc. (collectively the "Concept Plan"). The Property shall be developed with no more than 1,112 residential dwelling units consisting of the following mix:*

- 624 single-family detached units (maximum)
- 276 single-family attached units (maximum)
- 212 multi-family (2 over 2) units (maximum)

The Applicant shall provide twelve and one half percent (12.5%) of the market rate residential dwelling units, up to a maximum of 139 of the total 1,112 residential dwelling units, as affordable dwelling units (ADUs), as defined and required by the Loudoun County

Zoning Ordinance. Fifty percent (50%) of the ADUs shall be provided as single-family units, and fifty percent (50%) of the ADUs shall be provided as multi-family units. The development and administration of the ADUs shall be in accordance with the applicable provisions of the Loudoun County Zoning Ordinance.

To provide a diversity of single-family detached units, the Applicant shall provide (i) a minimum of ten percent (10%) of the total single-family detached dwelling units with lot widths of less than or equal to approximately 55-feet, (ii) a minimum of ten percent (10%) of the total single-family detached dwelling units with lot widths of between approximately 55-feet and approximately 65-feet, (iii) a minimum of ten percent (10%) of the total single-family detached dwelling units with lot widths of between approximately 65-feet and approximately 75-feet, and (iv) a minimum of three percent (3%) of the total single-family detached dwelling units with lot widths of greater than approximately 75-feet. To track the Applicant's conformity with the minimum percentages provided in the preceding sentence, the Applicant shall submit with each record plat application for the Property, a tabulation depicting (i) the total minimum number of lots required for the Property containing the various lot sizes set forth in the preceding sentence, (ii) the number of lots provided within the limits of such record plat application containing each of the various lot sizes set forth in the preceding sentence, (iii) the cumulative total number of lots containing each of the various lot sizes set forth in the preceding sentence provided in all other record plat applications filed with the County for the Property, (iv) the number of lots remaining to be provided containing each of the various lot sizes set forth in the preceding sentence, and (v) the total number of lots remaining to be subdivided on the Property.

To provide a mix of uses to promote a sustainable community, the Property shall also include a commercial area for office and accessory retail and service uses to be located as shown on the Concept Plan. While the commercial area shall be zoned PD-H3, it shall be administered and uses shall be permitted in accordance with the applicable provisions of the PD-OP (Planned Development - Office Park) District.

The Property shall also include a community core area in the location shown on the Concept Plan. The community core shall be approximately 5.50 acres, and at a minimum, shall include a child care center and/or day care facility site, those recreational facilities identified in Proffer V.C.2. and the Central Park. The child care center/day care facility use shall have a maximum enrollment of 125 students. The recreational facilities shall be constructed when required pursuant to Proffer V.C.2. and shall be located in the vicinity of the community center as shown on the Concept Plan. In addition, a community focal point, such as public art, gazebos and/or benches, shall be provided in the Central Park adjacent to the recreation center.

Sheets 7 and 8 of the Concept Plan illustrate the general layout proposed for development of the Property and indicate development constraints on the Property such as open

space, Tree Conservation Areas and SWM/BMP ponds which shall be observed during development of the Property as more particularly described below.

* * *

III. STORMWATER AND WATER QUALITY

* * *

D. Surface water quality monitoring shall be conducted by the Owners within the two major waterways located on the Property. The Owners shall, in cooperation with County Staff, and concurrent with submission of the first record plat, site plan and/or construction plans and profiles for any ~~residential~~ section of the Property, whichever is first in time, develop a water quality monitoring plan to include a schedule for monitoring sites, the location of monitoring sites, assignment of responsibility for monitoring sites, sampling and assessment protocols, format of data reporting and water quality thresholds as a basis for corrective action based on sampling. Monitoring activities shall begin at least thirty (30) days prior to the commencement of construction of the first single-family dwelling unit or non-residential building on the Property and shall be conducted through a time period of one year after release of all subdivision construction performance bonds.

* * *

IV. TRANSPORTATION

B. Phasing of Transportation Improvements. The Project shall be built in two phases as ~~shown on Sheets 16 and 17 of the Concept Plan~~ outlined below. Prior to receipt of the first zoning permit for construction of a residential dwelling unit on the Property, a four lane section of Route 659 from the northern Property entrance on Route 659, as shown on the Concept Plan, to Route 50 must be constructed and available for use by residents of the Property. This paragraph shall not prevent the Owners from obtaining any land use approvals (including, without limitation, site plan, subdivision, construction plans and profiles and grading permit) for the Property nor from commencing construction on the Property other than construction of residential dwelling units, during the construction of the referenced improvements to Route 659.

C. Construction of Transportation Improvements. Transportation improvements shall be constructed by the Owners in accordance with the following transportation construction phasing schedule:

1. Transportation Improvements for Phase I (up to and including 489 dwelling units and all personal service/office/commercial uses generally as shown on Sheets 16 and 17 of the Concept Plan) - Prior to issuance of any zoning permits for construction of a

residential dwelling unit on the Property and unless already constructed or installed by others, the Owners shall construct or bond for construction the following transportation improvements:

* * *

d. ~~Route 659/Route 234 intersection:~~

- i. ~~Install new traffic signal, if warranted by VDOT; and~~*
- ii. ~~Construct Route 659 southbound left turn lane onto eastbound Route 234.~~*

* * *

2. Transportation Improvements for Phase II (up to 1,112 dwelling units and all non-residential uses generally as shown on Sheets 16 and 17 of the Concept Plan) - Prior to issuance of the 490th zoning permit for the Property and unless already constructed or installed by others, the Owners shall construct or bond for construction the following transportation improvements:

* * *

L. Route 659/Route 234 Intersection. In addition to the above contributions, the Owners shall make a cash contribution to the County and/or VDOT in the amount of Three Hundred Thousand and 00/100 Dollars (\$300,000.00) to be used for improvements to the Route 659/Route 234 intersection that include, without limitation, a new traffic signal and construction of a Route 659 southbound right turn lane onto westbound Route 234. Such contribution shall be made within thirty (30) days of receipt by the Owners of a written request by the County and/or VDOT provided (i) a design is approved for the construction of the intersection improvements including the new traffic signal and southbound right turn lane, and (ii) with the \$300,000 contributed pursuant to this paragraph and funds from other sources if and as necessary, there is adequate funding available for such construction. In the event such conditions are not met prior to issuance of the zoning permit for the 490th zoning permit for the Property, the Owners shall make such contribution to the County prior to such issuance of the 490th zoning permit for the Property, and the County shall use such funds to make improvements to the Route 659/Route 234 intersection and/or for road improvements to Route 50, Route 659, Braddock Road, Relocated Route 659 or other regional roads (existing or planned) in the vicinity of the Property. Such contribution shall be escalated in accordance with the changes in the Consumer Price Index ("CPI") from a base year of 2006 (see Proffer XIV.).

* * *

Van Armstrong, Program Manager

March 21, 2006

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V. **CAPITAL FACILITIES/RECREATION AND OPEN SPACES/TREE PRESERVATION**

* * *

D. **Tree Conservation.** ~~Within the areas identified on the Concept Plan as "Tree Conservation" areas, the Owners shall preserve healthy trees provided, however, that trees may be removed for construction of roads, trails, tot lots, greens and parks, SWM/BMP facilities and utilities necessary for development of the Property. Disturbances permitted in the Tree Conservation areas shall be designed to minimize the area of disturbance and to retain existing vegetation to the extent possible. The boundaries of these "Tree Conservation" areas shall be delineated on the record plat recorded for each section of the development. All key trees ("Key Trees") located within these "Tree Conservation" areas located adjacent to land disturbing areas shall be protected by fencing during the construction phase of development. Key Trees shall be defined as any deciduous trees that are 18" and larger DBH (diameter measured 4.5 feet above ground), have a condition rating of 75 or better, and are usually deciduous species that are known to make significant contributions to a landscape as determined by the Owners in consultation with the County. The condition rating assigned to the trees shall be based on the Council of Landscape Appraisers Guide for Plant Appraisal published by the International Society of Arboriculture. Such fencing shall consist of a four foot (4') high orange plastic fence attached to wooden posts. The tree protection fencing shall be installed prior to any land disturbing or clearing activities occurring on the section of the Property in which such Key Trees are located, and shall be clearly visible to construction personnel. If, during construction on the Property and prior to bond release, it is determined by the County in consultation with the project arborist that any of the Key Trees have been damaged during construction and will not survive, then the Owners shall remove each such Key Tree and replace each such Key Tree with two 2 1/2 - 3 inch caliper deciduous trees. The placement of the replacement trees shall be in the area of each such Key Tree removed, or in another area as requested by the County. The intent of this Proffer is to preserve the Key Trees located within the "Tree Conservation" areas. Clearing of scrub and understory trees within the "Tree Conservation" areas shall be permitted to create enhanced park spaces, but in any event shall not be permitted within the Seenie Creek Valley Buffer depicted on the Concept Plan. At the time of record subdivision plat approval for any portion of the Property that abuts a "Tree Conservation" area, the Owners shall record a tree preservation and landscape buffer easement, in a form acceptable to the County Attorney, across the portion of Property located within the abutting "Tree Conservation" area identified on the Concept Plan. The tree preservation and landscape buffer easement shall run to the Homeowners Association provided in Proffer VII. and shall provide for the preservation of the existing vegetation to the extent possible, permitting only such clearing as is necessary to install and maintain the facilities and improvements identified in this paragraph. Within the areas identified on the Concept Plan as "Tree Conservation," the Owners shall preserve healthy trees provided, however, that trees may be removed to the extent necessary for construction of roads, trails, tot lots, greens and parks, SWM/BMP facilities and utilities necessary for development of~~

the Property. A minimum of eighty (80) percent of the canopy within the cumulative Tree Conservation areas depicted on the Concept Plan will be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the eighty (80) percent canopy threshold cannot be achieved within the designated Tree Conservation areas, such lost canopy will be recaptured elsewhere onsite in locations to be designated at the discretion of the Owners in consultation with the County. Boundaries of all Tree Conservation areas shall be delineated on the record plat recorded for each section of the development.

If, during construction on the Property, it is determined by the Owners' certified arborist and/or the County that any healthy tree located within the boundaries of any of the Tree Conservation areas described in this proffer has been damaged during construction and will not survive, then, prior to bond release on any section containing or immediately adjacent to a Tree Conservation area, the Owner shall remove each such tree and replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The placement of the replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area as requested by the County.

The Homeowners Association documents shall include a provision that prohibits removal of trees in Tree Conservation areas as shown on the record plat after construction has been completed by the Owners without specific permission of the County Urban Forester, except as necessary to accommodate Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The Homeowners Association documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owners or the Homeowners Association without written approval from the County. The record plat for each portion of the Property containing a Tree Conservation area shall contain a note stating that the removal of trees within a Tree Conservation area is prohibited except in accordance with the Declaration of Covenants.

* * *

Finally, a revised Exhibit C dated February 21, 2006 is attached. The revised Exhibit C reflects the deletion of the request for a side yard setback reduction for single family detached units (Zoning Ordinance: Sections 3-404(C)(2) and 7-703(C)(2); LSDO: Section 1245.01(1)).

The Owners appreciate the opportunity to submit this Letter of Clarification. The Owners warrant that the Owners own the Property; the Owners have full authority to bind the Property to the Proffer Statement and this Letter of Clarification; the officers of the Owners

Van Armstrong, Program Manager

March 21, 2006

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signing this Letter of Clarification is authorized to act on behalf of the Owners; like the Proffer Statement, this Letter of Clarification is entered into voluntarily; and no signature from any third party is necessary for this Letter of Clarification to be binding and enforceable in accordance with its terms. If the requested rezoning is granted by the Loudoun County Board of Supervisors, the clarifications, as described in this Letter of Clarification, of the commitments made in the Proffer Statement shall be binding upon the Property with the same force and effect as are matters contained in the Proffer Statement, as if the matters contained herein were contained in the Proffer Statement. Except to the extent clarified herein, all provisions of the Proffer Statement shall continue to remain in full force and effect.

Respectfully submitted,

GUM SPRINGS ASSOCIATES, L.C.,

a Virginia limited liability company

By: 

Name: James Duszynski

Title: Vice President

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF Fairfax, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared James Duszynski, as Vice President of Gum Springs Associates, L.C., who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such company.


IN WITNESS WHEREOF, I have affixed my hand and seal this 21st day of March, 2006.


Notary Public

My Commission Expires: August 31, 2009

Van Armstrong, Program Manager
March 21, 2006
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TWO GREENS/BRADDOCK LLC,
a Virginia limited liability company

By: 
Name: James Duszynski
Title: Vice President

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fairfax, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction,
personally appeared James Duszynski, as Vice President
of Two Greens/Braddock LLC, who acknowledged that he executed the foregoing Proffers with
the full power and authority to do so, as the act of such company.

IN WITNESS WHEREOF, I have affixed my hand and seal this 21st day of
March, 2006.



Notary Public

My Commission Expires: August 31, 2009

cc: Lawrence E. Kelly, Esquire

EXHIBIT C DESIGN MODIFICATIONS FOR SEVEN HILLS

February 21, 2006

1. Modifications Related to Provision of Additional Unit Types

Zoning Ordinance: Sections 3-607(B), 4-109(E), 4-306(B), 5-200(A)(6), 5-1414(A), 7-703(C) and 7-903(C)(2)

Modifications

The following design modifications are to permit the variety of unit types and mix of uses the Applicant has proposed in response to Staff comment's regarding the design of the community:

- a. Section 3-607(B) to allow a maximum height of 55 feet for a multi-family structure without additional setbacks.**
- b. Section 4-109(E) to permit building heights at the edge of the property boundary for multi-family units up to 55 feet and for single family detached and attached units up to 35 feet.**
- c. Section 5-200(A)(6) to permit covered multi-family unit entry porches to project 5 feet into the front yard.**
- d. Section 7-903(C)(2) to reduce the front yard for multi-family units from 25 feet to 15 feet from the back of curb.**
- e. Section 7-903(C)(2) to reduce the side yard for multi-family units including corner lots to 10 feet from the back of curb.**
- f. Section 7-903(C)(2) to reduce the rear yard for multi-family units from 25 feet to 18 feet where vehicular access to parking is provided at the rear of the lot.**
- g. Section 4-306 (B) to permit building heights for office development up to three stories or 45 feet.**
- h. Section 5-1414(A) to eliminate the buffer yards required between residential unit types for the internal blocks and land bays in the development.**

- i. **Section 7-703(C) to reduce the front yard from 15 feet to 10 feet minimum for single family attached units.**
- j. **Section 3-404(C)(1) to reduce the front yard from 25 feet to 15 feet for rear-loaded single-family detached lots.**
- k. **Section 3-404(C)(3) to reduce the rear yard from 25 feet to 18 feet for rear-loaded single-family detached lots.**
- l. **Section 3-412(A) to reduce the front setback from 25 feet to 10 feet for buildings adjacent to other road right-of-way, private access easements and prescriptive easements.**

Justification

During the initial review of this application, Staff recommended that the Applicant incorporate a broader variety of unit types and mix of uses and to integrate and disperse the proposed ADUs. The Applicant has redesigned the community to address Staff's design comments. In order to achieve these objectives and maintain the significant protections of the sensitive environmental features of the property, which the Applicant sought to protect with the original design of the community, the Applicant needs the requested design modifications. As the overall community design objectives will be achieved and the environmental benefits of the original project design will be maintained, these modifications will result in a community that exceeds the public purpose of the applicable zoning requirements.

With respect to the specific modifications requested, **subparagraphs a., b., c., d., e. and f.** will permit the Applicant to incorporate the proposed 2 over 2 multi-family units shown in Land Bay B on Sheet 8 of the Concept Plan, and provide a variety of single-family attached units in the locations shown on the Concept Plan. Land Bay B abuts collector roads and then open space on the west and southern boundaries and an area of tree conservation to the east between this Land Bay and the proposed school site. The parcel to the north (MCPI 207-28-3225) is planned for higher density in the revised General Plan and is anticipated to request increased density in the future. The Applicant is proposing a Type 3 buffer in the event that parcel is not rezoned to a more intensive use. The distances between Land Bay B and the surrounding uses and the preserved and additional proposed vegetation surrounding this Land Bay will mitigate the impacts of the additional height. With respect to **subparagraph b.**, the single-family attached units similarly are not located at the perimeter of the Property except for the boundary with MCPI 207-28-3225 where the Applicant is proposing a Type 3 buffer. The distance and landscaping between the attached unit neighborhoods and other neighborhoods in the community mitigate the impact of the additional height.

The modification in **subparagraph g.** will provide the opportunity to construct a community serving office building(s) in Land Bay A as shown on Sheet 7 of the Concept Plan. The setback and landscaping provided along Braddock Road will mitigate the impact of any additional height as viewed from the north. Tree conservation areas are shown along the western and southern boundaries of the proposed office location. Combined with off-site floodplain to the west, this preserved vegetation will mitigate the impact of any additional height to the west and south. The

entrance and spine road will separate the proposed office location to the east, beyond which the Applicant is showing open space and potential park location. The distance to the property to the east will mitigate the impact of any additional height in that direction.

The modification in **subparagraph h.** will permit the Applicant to locate the single-family attached units in the locations shown on the Concept Plan so they are integrated into the surrounding single-family detached lots. In an effort to integrate the mix of unit types, several of the proposed attached units are immediately across the street from detached lots. The street right-of-way provides separation, but imposing an additional buffer will only further isolate those units. With respect to the attached units located north of MCPI 207-28-3225, the Applicant has proposed a Type 3 buffer unless that parcel is rezoned to a more intense use.

The modification in **subparagraph i.** will permit the Applicant to locate several of the proposed attached units closer to the fronting street to provide a more attractive streetscape. Any adverse impacts are mitigated by the fact that none of the attached units will front roads other than the internal collector system.

The modification in **subparagraphs j. and k.** will permit the Applicant to provide single-family detached units in the community core area west of the recreation center with rear-loaded garages. This will provide for better integration of these units into the core and yield a distinct and attractive streetscape in this portion of the community. The rear-loaded units will be central to the site and will not impact adjacent properties.

The modification in **subparagraph l.** will apply to the multi-family 2 over 2 units and the single-family attached units. It will permit the Applicant to design these neighborhoods with greater flexibility to, among other things, preserve open space. The modification will not apply to locating single-family detached units adjacent to prescriptive easements that might extend to off-site properties.

SEVEN HILLS
(ZMAP 2005-0001)

PROFFER STATEMENT

January 7, 2005
July 18, 2005
November 3, 2005
January 4, 2006
January 26, 2006
February 14, 2006

**SEVEN HILLS
(ZMAP 2005-0001)**

PROFFER STATEMENT

January 7, 2005
July 18, 2005
November 3, 2005
January 4, 2006
January 26, 2006
February 14, 2006

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Exhibits

Exhibit A:	Concept Plan
Exhibit B:	Pedestrian And Amenities Plan
Exhibit C:	Design Modifications for Seven Hills

SEVEN HILLS

(ZMAP 2005-0001)

PROFFER STATEMENT

January 7, 2005

July 18, 2005

November 3, 2005

January 4, 2006

January 26, 2006

February 14, 2006

Pursuant to Section 15.2-2303, Code of Virginia, 1950, as amended, and Section 6-1209 of the Loudoun County Zoning Ordinance (1993), as amended, Gum Springs Associates, L.C., a Virginia limited liability company, owner of Loudoun County Tax Map parcels 207-26-4590, 208-49-3113, 207-38-3775, 207-38-3821 and 207-28-3973, and Two Greens/Braddock LLC, a Virginia limited liability company, owner of parcels 207-47-4370, 206-16-9451, and 206-16-9464 (collectively the "Owners"), who collectively are all of the owners of the above-referenced parcels of real estate, consisting of a total of approximately 465 acres of real property (the "Property") which is the subject of rezoning application ZMAP 2005-0001, hereby voluntarily proffer that development of the Property shall be in substantial conformity with the proffers as set forth below (the "Proffers") and with the exhibits and zoning ordinance modifications attached hereto, all of which are incorporated herein by reference. All Proffers made herein are contingent upon the approval by the Board of Supervisors of Loudoun County, Virginia (the "Board") of the change in the zoning district requested in rezoning application ZMAP 2005-0001 from the TR-1 LF and TR-3 LF zoning districts to PD-H3, Planned Development Housing District (with portions being administered, pursuant to Articles IV and VII of the Zoning Ordinance, in accordance with the PD-OP, Planned Development - Office Park District, the R-16, Townhouse/Multi-family District, and the R-4, Single Family Residential District as identified on the Concept Plan as defined herein). Upon approval of the requested change in zoning district, these Proffers shall supersede all proffers previously in effect with respect to the Property, if any. All Proffers herein shall be binding on the Owners and their successors and assigns.

I. CONCEPT PLAN

A. Substantial Conformity. The Owners proffer that the Property shall be developed in substantial conformity with Sheets 1 - 17 of the plan attached hereto as Exhibit A dated January 2005, as revised through February 14, 2006, and prepared by Urban Engineering Associates, Inc. (collectively the "Concept Plan"). The Property shall be developed with no more than 1,112 residential dwelling units consisting of the following mix:

- 624 single-family detached units
- 276 single-family attached units
- 212 multi-family (2 over 2) units

The Applicant shall provide twelve and one half percent (12.5%) of the market rate residential dwelling units, up to a maximum of 139 of the total 1,112 residential dwelling units, as affordable dwelling units (ADUs), as defined and required by the Loudoun County Zoning Ordinance. Fifty percent (50%) of the ADUs shall be provided as single-family units, and fifty percent (50%) of the ADUs shall be provided as multi-family units. The development and administration of the ADUs shall be in accordance with the applicable provisions of the Loudoun County Zoning Ordinance.

To provide a diversity of single-family detached units, the Applicant shall provide (i) a minimum of ten percent (10%) of the total single-family detached dwelling units with lot widths of less than or equal to approximately 55-feet, (ii) a minimum of ten percent (10%) of the total single-family detached dwelling units with lot widths of between approximately 55-feet and approximately 65-feet, (iii) a minimum of ten percent (10%) of the total single-family detached dwelling units with lot widths of between approximately 65-feet and approximately 75-feet, and (iv) a minimum of three percent (3%) of the total single-family detached dwelling units with lot widths of greater than approximately 75-feet. To track the Applicant's conformity with the minimum percentages provided in the preceding sentence, the Applicant shall submit with each record plat application for the Property, a tabulation depicting (i) the total minimum number of lots required for the Property containing the various lot sizes set forth in the preceding sentence, (ii) the number of lots provided within the limits of such record plat application containing each of the various lot sizes set forth in the preceding sentence, (iii) the cumulative total number of lots containing each of the various lot sizes set forth in the preceding sentence provided in all other record plat applications filed with the County for the Property, (iv) the number of lots remaining to be provided containing each of the various lot sizes set forth in the preceding sentence, and (v) the total number of lots remaining to be subdivided on the Property.

To provide a mix of uses to promote a sustainable community, the Property shall also include a commercial area for office and accessory retail and service uses to be located as shown on the Concept Plan. While the commercial area shall be zoned PD-H3, it shall be administered and uses shall be permitted in accordance with the applicable provisions of the PD-OP (Planned Development - Office Park) District.

The Property shall also include a community core area in the location shown on the Concept Plan. The community core shall be approximately 5.50 acres, and at a minimum, shall include a child care center and/or day care facility site, those recreational facilities identified in Proffer V.C.2. and the Central Park. The child care center/day care facility use shall have a maximum enrollment of 125 students. The recreational facilities shall be constructed when required pursuant to Proffer V.C.2. and shall be located in the vicinity of the community

center as shown on the Concept Plan. In addition, a community focal point, such as public art, gazebos and/or benches, shall be provided in the Central Park adjacent to the recreation center.

Sheets 7 and 8 of the Concept Plan illustrate the general layout proposed for development of the Property and indicate development constraints on the Property such as open space, Tree Conservation Areas and SWM/BMP ponds which shall be observed during development of the Property as more particularly described below.

II. CENTRAL WATER AND SANITARY SEWER

The Property shall be developed using central water and sewer facilities, which shall be provided to the Property at no cost to Loudoun County (the "County") or to the Loudoun County Sanitation Authority ("LCSA"). Water and sewer lines, pumping stations and related utility equipment shall be extended to the Property in accordance with LCSA's adopted Master Plan for provision of water and sewer service. The Owners shall cooperate with other landowner(s) in bringing central water and/or sewer service to the Property through extension of central sewer and water facilities, including construction of off-site trunk lines, pump stations and water storage facilities as needed, provided that such cooperative efforts are in accordance with LCSA practices and policies.

III. STORMWATER AND WATER QUALITY

Due to the fact that the Property is located in the drainage shed of the upper reaches of the Occoquan Watershed, which drains into the Occoquan Reservoir, the primary source of drinking water for Fairfax County, the Property shall be developed in an effort to minimize point source and non-point source pollution by adhering to the following development standards:

A. All lots on the Property shall be located outside of major and minor floodplain areas. With the exception of construction of (i) stormwater management/BMP facilities, (ii) utilities, (iii) telecommunications, fiber optic cable and similar facilities, (iv) roadways, and (v) trails, no land development activities shall be located and/or maintained in major or minor floodplain or Tree Conservation (as defined in Proffer V.C.) areas indicated on Sheets 7 and 8 of the Concept Plan. Disturbances permitted within major or minor floodplain or Tree Conservation areas of the Property shall be designed to minimize the area of disturbance, retain existing vegetation to the extent possible, and shall be designed and constructed in a manner to protect water quality.

B. If not previously obtained, then concurrently with submission of each preliminary subdivision application or site plan application for the Property, the Owners shall submit for County review the U.S. Army Corps of Engineers wetland delineation study and permit application for any wetland areas within the confines of the portion of the Property which is the subject of such preliminary subdivision or site plan application. The Applicant also shall submit to the Department of Building and Development a digital copy of the wetland data for the Property to assist the County in its efforts to inventory wetlands.

C. The Property shall be developed in accordance with best management practices which shall be defined as follows:

1. Structural and non-structural measures used in combination or as stand alone facilities, shall be provided to control runoff from developed areas of the Property in accordance with and as required by the Facilities Standards Manual ("FSM"). Nonstructural measures shall include site design elements that minimize the creation of new impervious area, retain native vegetation to the extent possible, and utilize storm drainage systems that replicate the pre-development hydrology to the extent practicable.

2. Concurrent with submission of site plans and/or construction plans and profiles for each section of the Property, documentation in the form of calculations, design narrative and/or other pertinent supporting information shall be provided within the proposed best management practices facilities design to illustrate that there will be a minimum fifty percent (50%) phosphorus removal rate associated with the design for developed areas of the Property, per the following guidelines:

a. The storage volume for each best management practices impoundment structure shall be designed per the Loudoun County requirements stated within the FSM.

b. All BMP dry ponds shall be located outside of major and minor floodplain, unless approved by the applicable regulatory agencies.

c. Acceptable BMP measures, design and construction methods, and phosphorous removal efficiencies shall be based on the FSM, in place at the time of acceptance for review of the subdivisions plans, site plans and/or construction plans and profiles, supplemented by the standards of the Virginia Stormwater Management Handbook, latest edition.

d. The Applicant shall explore the potential of incorporating infiltration BMPs at the time of each subdivision plan and construction plan and profile for residential sections of the Property, provided such infiltration BMPs can be provided in accordance with and to satisfy the requirements of the FSM.

D. Surface water quality monitoring shall be conducted by the Owners within the two major waterways located on the Property. The Owners shall, in cooperation with County Staff, and concurrent with submission of the first record plat, site plan and/or construction plans and profiles for any residential section of the Property, whichever is first in time, develop a water quality monitoring plan to include a schedule for monitoring sites, the location of monitoring sites, assignment of responsibility for monitoring sites, sampling and assessment protocols, format of data reporting and water quality thresholds as a basis for corrective action based on sampling. Monitoring activities shall begin at least thirty (30) days prior to the commencement of construction of the first single-family dwelling unit on the Property and shall be conducted through a time period of one year after release of all subdivision construction performance bonds.

IV. TRANSPORTATION

A. Road Network.

Unless otherwise specified in the Proffers, all roads required for access to and within the Property shall be constructed in accordance with the County of Loudoun's Land Subdivision and Development Ordinance and the FSM to provide access to the development parcels depicted on the Concept Plan as they are developed. All public roads required for access to and within the Property shall be designed and constructed in accordance with applicable Virginia Department of Transportation ("VDOT") and County standards. On-site public roadways shall be constructed as development of the subdivision sections that include such roadways occurs.

Dedication of land for roads shall include all related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, necessary to construct the public roads and streets shown on the Concept Plan within the Property and along the Property's existing public street frontage. Dedication of right-of-way and easements to the County shall occur either concurrently with development of each section of the Property or upon request by the County in advance of development on the Property by the Owners if: (1) others have prepared construction plans and profiles consistent with the Concept Plan, and require dedication to commence construction; and (2) provided that the Owners shall not be obligated to incur costs or post bonds with the County in connection with such dedication.

B. Phasing of Transportation Improvements. The Project shall be built in two phases as shown on Sheets 16 and 17 of the Concept Plan. Prior to receipt of the first zoning permit for construction of a residential dwelling unit on the Property, a four lane section of Route 659 from the northern Property entrance on Route 659, as shown on the Concept Plan, to Route 50 must be constructed and available for use by residents of the Property. This paragraph shall not prevent the Owners from obtaining any land use approvals (including, without limitation, site plan, subdivision, construction plans and profiles and grading permit) for the Property nor from commencing construction on the Property other than construction of residential dwelling units, during the construction of the referenced improvements to Route 659.

C. Construction of Transportation Improvements. Transportation improvements shall be constructed by the Owners in accordance with the following transportation construction phasing schedule:

1. Transportation Improvements for Phase I (up to and including 489 dwelling units and all personal service/office/commercial uses generally as shown on Sheets 16 and 17 of the Concept Plan) - Prior to issuance of any zoning permits for construction of a residential dwelling unit on the Property and unless already constructed or installed by others, the Owners shall construct or bond for construction the following transportation improvements:

a. Route 659: Dedicate right-of-way, if and as necessary, and construct two additional lanes, which together with the existing two lanes will provide a full section of a four (4) lane divided highway utilizing existing Route 659 right-of-way to the

greatest extent possible, for the portion of Route 659 from Route 620 to the northern Property entrance onto Route 659 as shown on the Concept Plan.

b. Northern Route 659 Site Entrance: Dedicate right-of-way, if and as necessary, and construct the northern Property entrance onto Route 659, as illustrated on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes on Route 659 as required by VDOT.

c. Multi-purpose Trail – Route 659: To the extent not located within the public right-of-way, dedicate a fifteen (15) foot wide on-site public access easement in the setback area along Route 659, and construct a ten (10) foot wide multi-purpose trail on the Property within such public access easement setback along the Route 659 frontage of the Property as shown on the Concept Plan. This trail shall be located generally as shown on Sheets 12 and 13 of the Concept Plan. This trail may be constructed in phases in conjunction with the phased frontage improvements to Route 659 proffered in Proffers IV.C.1.a. and IV.C.2.b.

d. Route 659/Route 234 intersection:

- i. Install new traffic signal, if warranted by VDOT; and
- ii. Construct Route 659 southbound left turn lane onto eastbound Route 234.

e. Braddock Road: Dedicate right-of-way, if and as necessary, and construct a half section of a four (4) lane divided roadway on-site and off-site, utilizing existing Braddock Road right-of-way to the greatest extent possible, for the portion of Braddock Road between Kirkpatrick Farms to the west and the eastern Property boundary. Off-site Braddock Road improvements (i.e., between Kirkpatrick Farms to the west and the western Property boundary) shall also include construction of a ten (10) foot wide multi-purpose trail to connect the Property to Kirkpatrick Farms.

f. Off-site Braddock Road: Although not required by this project, but in an effort to assist the County with completion of the planned improvements to Braddock Road, the Applicant shall work with the County to include construction of the two additional lanes of Braddock Road between the eastern property boundary and the Gum Spring Road/Braddock Road intersection with the construction of the improvements to Braddock Road proffered by the Applicant in this Application; provided, however, that, within six (6) months of receiving written notification from the Owners that the Owners intend to proceed with construction of the Braddock Road improvements proffered in this Application, the County provides to the Owners (i) sufficient funds for the costs of engineering and constructing such section of Braddock Road from cash contributions proffered for such improvement by others or toward regional road improvements in approved rezoning applications, including the regional road cash contributions being proffered in this Application, and (ii) all right-of-way and related easements necessary for the Owners to construct such section of Braddock Road.

g. Braddock Road Site Entrance: Dedicate right-of-way, if and as necessary, and construct the site entrance from Braddock Road, as illustrated on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes on Braddock Road, as required by VDOT.

h. Multi-purpose Trail - Braddock Road Frontage: To the extent not located within the public right-of-way, dedicate a fifteen (15) foot wide on-site public access easement in the setback area along Braddock Road, and construct a ten (10) foot wide multi-purpose trail on the Property within such public access easement setback along the Braddock Road frontage of the Property as shown on the Concept Plan. This trail shall connect to the trail at the western boundary of the Property as generally shown on the Concept Plan.

2. Transportation Improvements for Phase II (up to 1,112 dwelling units and all non-residential uses generally as shown on Sheets 16 and 17 of the Concept Plan) - Prior to issuance of the 490th zoning permit for the Property and unless already constructed or installed by others, the Owners shall construct or bond for construction the following transportation improvements:

a. All of the transportation improvements listed in Proffer IV.C.1. above.

b. Route 659: Dedicate right-of-way, if and as necessary, and construct two additional lanes, which together with the existing two lanes will provide a full section of a four (4) lane divided highway, utilizing existing Route 659 right-of-way to the greatest extent possible, for the portion of Route 659 from the southern Property boundary to the northern entrance to the Property on Route 659 as shown on the Concept Plan.

c. Southern Route 659 Site Entrance:

- i. Dedicate right-of-way, if and as necessary, and construct the southern Property entrance onto Route 659, as illustrated on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes on Route 659 as required by VDOT; and
- ii. Install new traffic signals at the northern and southern site entrances onto Route 659, if warranted by VDOT, in accordance with Proffer IV.E. below.

d. Route 659/Braddock Road intersection:

- i. Construct right turn lane from northbound Route 659 to eastbound Braddock Road;
- ii. Construct left turn lane from southbound Route 659 to eastbound Braddock Road;

- iii. Construct left turn lane from eastbound Braddock Road to northbound Route 659; and
- iv. Construct left turn lane from westbound Braddock Road to southbound Route 659.

D. Acquisition of Off-Site Right-of-Way/Easements.

1. In addition to dedicating right-of-way and easements on the Property, the Owners shall make a good faith effort to acquire off-site right-of-way or easements necessary for the construction of the road improvements proffered herein. Where, despite such good faith efforts, right-of-way and/or easements necessary for construction of proffered improvements cannot be obtained either (i) voluntarily through donation or proffer to the County, or (ii) through purchase by the Owners at a fair market value price, the Owners shall request the County to acquire such right-of-way and/or easements by appropriate eminent domain proceedings by the County, with all costs associated with the eminent domain proceedings to be borne by the Owners, including but not limited to, land acquisition costs. The initiation of such eminent domain proceedings is solely within the discretion of the County.

2. If the necessary right-of-way and/or easements cannot be acquired voluntarily and the County chooses not to exercise its right of eminent domain within six (6) months of a written request by the Owners, the Owners shall be released from the obligation to acquire such right-of-way. If the County elects to defer its exercise of eminent domain, then the Owners' proffer requiring such acquisition or construction shall likewise be deferred.

3. Notwithstanding the commitments in Proffer IV.C. above, the Owners shall not be prevented from obtaining any land use approvals (including, without limitation, site plan, subdivision, construction plans and profiles, grading permit, zoning permit, building permit, and occupancy permit) for the Property nor from commencing construction on the Property during the pendency of any eminent domain proceedings initiated pursuant to this Proffer D nor any deferral of the County's exercise of eminent domain pursuant to Proffer D.2. above.

E. Traffic Signalization. When required by the phasing provisions set forth in the paragraphs above, the Owners shall prepare a signal warrant analysis for the installation of the respective traffic signals. Pursuant to said signal warrant analysis, and if warranted by VDOT, the Owners shall design and install traffic signalization at the respective intersections when required by such phasing provisions. In the event a signal has not been warranted by VDOT when the Owners desire to proceed with the respective phase of development on the Property, the Owners shall make a cash contribution to the County for the cost of the design and installation of said traffic signal. Such cash contribution shall be made prior to issuance of the first zoning permit for a use in such respective phase of the development. The amount of the cash contribution shall be based on an estimate provided to the County by a certified engineer; however, in no case shall the contribution exceed One Hundred Sixty Thousand and 00/100 Dollars (\$160,000.00) for each traffic signal. This maximum limit on said contribution shall escalate in accordance with the Consumer Price Index ("CPI") from a base year of January 2006.

F. Cash Equivalent Contribution.

Unless otherwise provided in these Proffers or unless such improvements are provided in cooperation with others by private agreement, the Owners agree that, in the event any of the transportation improvements described above in Proffer IV.C.1.a., Proffer IV.C.1.e., Proffer IV.C.2.b. and Proffer IV.C.2.c.ii are constructed or bonded for construction by others prior to bonding for construction by the Owners, the Owners shall contribute to the County or its designee, for each such improvement provided by others, an amount equal to the cost of constructing such transportation improvements described above in Proffer IV.C.1.a., Proffer IV.C.1.e., Proffer IV.C.2.b. and Proffer IV.C.2.c.ii. in lieu of actual construction of each such improvement provided by others. For the purposes of determining the in-lieu-of contribution, (i) the actual cost of the respective improvements will be used if available; if not, the value of the bond estimate will be used, and (ii) construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on paid invoices. Such contribution in lieu of actual construction shall occur at the time the Owners would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property.

G. Interparcel Connections. The Owners shall reserve land area to accommodate future interparcel access to abutting properties as shown on the Concept Plan. Specifically, a right-of-way of at least forty (40) feet in width shall be reserved generally in the locations shown on the Concept Plan to provide for the construction by others of interparcel vehicular access to the following six parcels: MCPI Parcels 207-28-3225, 208-27-0686 (two (2) points of interparcel access), 207-46-1171, 207-48-4124, 207-48-1105, 207-48-1371, 250-29-1275 and 249-39-3807 (collectively "Adjacent Parcels"). In the event the Adjacent Parcels are developed with residential uses in the future, except for parcels 207-48-4124, 207-48-1371 and 207-48-1105 which might develop for non-residential uses, and said interparcel access is required to provide public road access to the Adjacent Parcels, then the Owners shall dedicate at least forty (40) feet of right-of-way for public road purposes in the locations shown on Sheets 12 and 13 on the Concept Plan; provided, however, that such dedication for the interparcel connection to MCPI 207-46-1171 shall only be required if and when the existing easement benefiting MCPI 207-46-1171 is relinquished, as provided below. The cost of preparation of the plat for dedication and of constructing the access to the Adjacent Parcels shall be paid by others. The Owners shall provide a notice in all sales documents for lots located on the referenced interparcel access points within the Property that such lots are located on a street that is planned to be converted to a through street in the future.

At such time as the owner of MCPI Parcel 207-46-1171 relinquishes that certain easement which encumbers the Property and provides access from MCPI Parcel 207-46-1171 to Braddock Road, the Owners shall provide a temporary access from MCPI Parcel 207-46-1171 through the Property to a public road, in approximately the same location shown as the "Prop. Entrance Approx. 47' Width" on the Concept Plan. Such temporary easement shall automatically

become null and void upon the dedication of the "Prop. Entrance Approx. 47' Width" to the County pursuant to Proffer IV.A. above.

The Owners also shall reserve land area to accommodate future interparcel pedestrian access to MCPI Parcel 207-28-3225 generally in the location shown on the Concept Plan. If MCPI Parcel 207-28-3225 is developed with residential uses in the future, and said pedestrian connection is desired for access to the school site, the Owners shall grant an appropriate easement, in a form approved by the County Attorney, to provide such access.

H. Construction Traffic. The Owners shall place a provision limiting access of construction traffic to and from site development on the Property in all contracts with contractors performing work on the Property. Said provision shall require contractors to access the Property from Route 659 and/or Braddock Road and shall prohibit use of roadways extending through developed residential communities such as South Riding, Kirkpatrick Farms (ZMAP 1995-0014) or Stone Ridge (ZMAP 1994-0017). The Owners shall use their best efforts to see that all contractors performing work on the Property comply with the provisions of said contract.

I. Highway Noise Buffers. At the time of filing of an application for each preliminary subdivision or site plan approval for any portion of development on the Property, the Owners shall establish to the reasonable satisfaction of the County that no lot lines proposed by such application, taking into account any noise mitigation measures provided in accordance with the FSM, are located within the noise buffer zone along the Route 659 frontage as provided for in the FSM.

J. Transit and Regional Road Contribution. In addition to the above contributions, at the time of issuance of each residential zoning permit, the Owners shall make a cash contribution to the County in the amount of Five Hundred and 00/100 Dollars (\$500.00) for each of the market rate dwelling units developed on the Property. Such contributions shall be used, in the discretion of the Board of Supervisors, to fund capital equipment for transit services that serve Dulles South and/or road improvements to Route 50, Route 659, Braddock Road, Relocated Route 659 or other regional roads (existing or planned) in the vicinity of the Property. Said contributions shall be escalated in accordance with the changes in the Consumer Price Index ("CPI") from a base year of 2006 (see Proffer XIV.).

K. Dulles South Boulevard Reservation. The Applicant shall reserve, for a period of fifteen (15) years, right-of-way, one hundred twenty (120) feet in width, in the southeast corner of the Property as depicted on the Concept Plan for the possible future extension of an east-west connector road from existing Route 659 to Route 659 Relocated ("Dulles South Boulevard"). A Deed of Reservation for this area shall be provided concurrently with the record subdivision plat for the portion of the Property that abuts the right-of-way being reserved. If, prior to the expiration of the reservation period (i) a design is approved for construction of Dulles South Boulevard from existing Route 659 to Route 659 Relocated, and (ii) funding is available for such construction, then the Applicant shall dedicate to the County, without compensation, such right-of-way within the reservation area as needed. If any of the following events occurs, this reservation shall expire (i) the County approves construction plans and profiles for Dulles

South Boulevard with an alignment that does not require any right-of-way in the reservation area, (ii) Dulles South Boulevard is removed as a planned facility from the County's comprehensive planning documents, or (iii) VDOT and/or the County have not constructed the transportation improvement for which the area has been reserved or dedicated within fifteen (15) years from the date of approval of this rezoning application. In the event the reservation expires, the land in such reservation area shall be incorporated into the adjoining subdivision section.

V. CAPITAL FACILITIES/RECREATION AND OPEN SPACES/TREE PRESERVATION

A. Cash Contribution for Capital Facilities. The Owners shall make a cash contribution to the County in the amount of Eighteen Thousand Nine Hundred Sixty-Five and 81/100 Dollars (\$18,965.81) for each of the market rate dwelling units developed on the Property, for a total contribution of Eighteen Million Four Hundred Fifty-Three Thousand Seven Hundred Thirty-Three and 00/100 Dollars (\$18,453,733.00). Such contributions shall be made at the time of issuance of the zoning permit for each such market rate residential dwelling unit constructed on the Property. Such contributions shall be utilized by the County to meet capital facility needs generated by residential development on the Property.

In addition to the foregoing capital facilities contributions, the Owners shall make an additional cash contribution to the County in the amount of One Hundred Thousand and 00/100 Dollars (\$100,000.00) to be used, at the discretion of the County, for capital improvements/equipment for (i) the Arcola Pleasant Valley Volunteer Fire Company, (ii) the South Riding Fire and Rescue Center, and/or (iii) the approximately five (5) acre fire and rescue site proposed to be dedicated with the pending Kirkpatrick West rezoning application (ZMAP 2002-0001). The Board of Supervisors, in its discretion, may use these funds for other public safety facilities constructed to serve the Dulles South area, such as a sheriff's substation. Such contribution shall be made to the County prior to issuance of the first zoning permit for residential development of the Property.

The cash contributions proffered in the above paragraphs shall be escalated annually in accordance with changes in the CPI (see Proffer XIV.).

B. Cash Contribution for Soccer Field. The Owners shall make a cash contribution to the County in the amount of Five Hundred Seventy Thousand Five Hundred Forty and 00/100 Dollars (\$570,540.00) for construction of a large soccer field. Such contribution shall be made prior to issuance of the 490th residential zoning permit for the Property. Such contribution shall be utilized by the County to construct a large (measuring approximately 235'x 360' in size) soccer field with related infrastructure and equipment. The County shall construct such soccer field either (i) with the permission of and in coordination with the Loudoun County School Board, on the 22-acre school site dedicated pursuant to Proffer XII., or (ii) on other available property in the vicinity of Property. In the event the soccer field is constructed on the 22-acre school site, lighting of the soccer field shall be prohibited.

C. Parks and Recreation.

1. The Owners shall construct a pedestrian circulation system consisting of sidewalks and trails on the Property in substantially the same location as illustrated on Sheets 12 and 13 of the Concept Plan. Sidewalks need not be constructed in locations where asphalt trails are constructed to provide the pedestrian circulation linkage depicted on Sheets 12 and 13 of the Concept Plan. Sidewalks shall be constructed on both sides of each public road within the single family detached areas of the Property where depicted on Sheets 12 and 13 of the Concept Plan and in front of the single family attached units. Sidewalks and trails shall be constructed in phases concurrently with the development of land in areas adjacent to such sidewalks and trails and, unless constructed in the public right-of-way, shall be subject to an easement of six (6) feet in width for sidewalks and eight (8) feet in width for trails, providing access to the general public in addition to residents of the Property. Trails shall be constructed of asphalt, in accordance with the applicable provisions of the FSM, and shall be a minimum width of six (6) feet. Sidewalks shall be constructed of concrete, in accordance with the applicable provisions of the FSM, and shall be a minimum width of four (4) feet for private sidewalks, and, subject to VDOT approval, a minimum width of five (5) feet for public sidewalks.

2. The Owners shall construct a Community Recreation Center on the Property in the location shown on the Concept Plan. The Community Recreation Center shall consist of a minimum of: (i) a recreation center building, at least 5,000 square feet in size, which shall serve as a year-round civic building and focal element for the community, (ii) two tennis courts, (iii) a swimming pool (minimum 25 meters in size), (iv) a tot lot, and (v) sitting area. Commencement of construction of the Community Recreation Center shall occur no later than issuance of the 490th residential zoning permit on the Property and shall be open for use prior to issuance of the 601st residential zoning permit on the Property.

3. As adjacent areas of the Property receive record subdivision plat approval, the Owners shall develop and dedicate to the Homeowners' Association provided in Proffer VII., the neighborhood parks, at least five (5) tot lots or play areas which may serve children of varying ages, the SWM/BMP Ponds, the trails and open space areas, all as illustrated on the Concept Plan. The declaration of covenants, conditions and restrictions recorded against the Property (the "HOA Covenants") shall require the establishment of maintenance procedures and sufficient funding so that the Homeowners' Association will have the financial ability to maintain such facilities, open space areas and parks in a decent, clean, safe and healthy condition for use by residents of the Property.

D. Tree Conservation. Within the areas identified on the Concept Plan as "Tree Conservation" areas, the Owners shall preserve healthy trees provided, however, that trees may be removed for construction of roads, trails, tot lots, greens and parks, SWM/BMP facilities and utilities necessary for development of the Property. Disturbances permitted in the Tree Conservation areas shall be designed to minimize the area of disturbance and to retain existing vegetation to the extent possible. The boundaries of these "Tree Conservation" areas shall be delineated on the record plat recorded for each section of the development. All key trees ("Key Trees") located within these "Tree Conservation" areas located adjacent to land disturbing areas

shall be protected by fencing during the construction phase of development. Key Trees shall be defined as any deciduous trees that are 18" and larger DBH (diameter measured 4.5 feet above ground), have a condition rating of 75 or better, and are usually deciduous species that are known to make significant contributions to a landscape as determined by the Owners in consultation with the County. The condition rating assigned to the trees shall be based on the Council of Landscape Appraisers Guide for Plant Appraisal published by the International Society of Arboriculture. Such fencing shall consist of a four foot (4') high orange plastic fence attached to wooden posts. The tree protection fencing shall be installed prior to any land disturbing or clearing activities occurring on the section of the Property in which such Key Trees are located, and shall be clearly visible to construction personnel. If, during construction on the Property and prior to bond release, it is determined by the County in consultation with the project arborist that any of the Key Trees have been damaged during construction and will not survive, then the Owners shall remove each such Key Tree and replace each such Key Tree with two 2 1/2 - 3 inch caliper deciduous trees. The placement of the replacement trees shall be in the area of each such Key Tree removed, or in another area as requested by the County. The intent of this Proffer is to preserve the Key Trees located within the "Tree Conservation" areas. Clearing of scrub and understory trees within the "Tree Conservation" areas shall be permitted to create enhanced park spaces, but in any event shall not be permitted within the Scenic Creek Valley Buffer depicted on the Concept Plan. At the time of record subdivision plat approval for any portion of the Property that abuts a "Tree Conservation" area, the Owners shall record a tree preservation and landscape buffer easement, in a form acceptable to the County Attorney, across the portion of Property located within the abutting "Tree Conservation" area identified on the Concept Plan. The tree preservation and landscape buffer easement shall run to the Homeowners Association provided in Proffer VII. and shall provide for the preservation of the existing vegetation to the extent possible, permitting only such clearing as is necessary to install and maintain the facilities and improvements identified in this paragraph.

E. In General.

1. The Owners shall cause any residential units or community civic uses constructed on the Property to conform with a uniform landscaping theme using complimentary landscaping materials, design and signage prescribed for the project as a whole in the HOA Covenants for development of the Property. As an enhancement, the Owners shall cause to be planted two (2) ornamental trees for each single family detached lot, each tree being at least three (3) inches of caliper and at least eight (8) feet in height.

2. Existing trees within the 50-foot perimeter buffer shall count toward satisfying the Type 2 buffer requirements.

VI. EMERGENCY SERVICES

A. **Owners' Contribution.** At the time of the issuance of each zoning permit, the Owners shall make a one time contribution of Two Hundred Fifty Dollars (\$250.00) per unit for each residential dwelling unit, which shall be payable to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property.

Such contribution shall be adjusted annually in accordance with changes to the CPI, beginning from a base year of 2006 (see Proffer XIV.). Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing fire and rescue services to the Property. Notwithstanding the foregoing, at such time as the primary fire and/or rescue service to the Property is no longer provided by an incorporated volunteer company, the obligation to make the contributions listed within this paragraph shall cease or be reduced by half if only one service is no longer provided by an incorporated volunteer company. The intent of these provisions is to support a volunteer fire and rescue system so long as it is the primary provider of fire and rescue services to the Property.

B. Sprinkler Systems. The Owners shall require all builders to provide, as an option to purchasers of single-family detached residences, the opportunity to purchase and have installed residential sprinkler systems for each such residence. The Owners shall install adequate infrastructure to ensure adequate water flow and pressure for said sprinkler systems. This Proffer shall not require the builders to install such sprinkler systems in residences on the Property unless the purchasers of such residences choose to exercise such option prior to the start of construction and to pay the costs associated with such purchase and installation. Any model homes utilized by the Owners on the Property for marketing purposes shall be constructed with the sprinkler option.

C. Emergency Traffic Interruption. If there is no fire and rescue facility located on the south side of Route 50 in the Dulles South area of the County, then prior to issuance of the first residential zoning permit for the Property, the Owners shall design and install an emergency traffic interruption device at the existing traffic signal at the current Route 50/Route 659 intersection to provide for expedited response by the Arcola Pleasant Valley Volunteer Fire and Rescue Department to residents in the Dulles South area of the County.

VII. HOMEOWNERS' ASSOCIATION

The Owners shall establish a Homeowners' Association prior to approval of the first record subdivision plat or site plan on the Property, whichever is first in time. Membership in the Homeowners' Association shall be required of owners of all residential units on the Property. The Homeowners' Association shall have among its duties trash collection, maintenance of each of the common area amenities specified herein, private streets/alleys, private parking areas in all single family attached, multi-family and community recreation areas, stormwater management facilities, common areas, including open space, trails and play areas. Nothing herein shall preclude the Owners from establishing separate Homeowners' Associations for any of the single-family attached and/or multi-family sections of the Property to be responsible for maintenance and other responsibilities within those individual sections; provided such separate Homeowners' Associations shall not relieve the owners of units in the applicable sections of the Property from membership in the Homeowners' Association for the entire Seven Hills community. Homeowners' Association documents, which are satisfactory in form to the County, shall be submitted for review and approval prior to the approval of the first application for record subdivision plat for the Property.

VIII. REFERENCE TO PEDESTRIAN AND AMENITIES PLAN

In an effort to inform prospective purchasers of lots in the Property, the Owners hereby agree to reference the "Pedestrian and Amenities Plan" attached as Exhibit B and incorporated by this reference, in all sales brochures, pamphlets and advertising materials for the Property as well as in all purchase contracts for residential lots located on the Property.

IX. EXISTING WELLS AND DRAINFIELDS

The Owners shall abandon all existing wells and septic systems located on the Property in accordance with applicable law.

X. TYPE 1 SOILS SURVEY

The Owners shall prepare and submit a Type 1 Soils Survey of the Property prior to submission to the County of the first construction plans and profiles or site plan, whichever is first in time, for any section of the Property.

XI. ARCHEOLOGICAL SITE

The Owners shall conduct a Phase II archeological survey of the three archeological sites - 44LD839, 44LD1191 and 44LD1189 - identified on the Property and shown on the Concept Plan. The Owners shall either mitigate, avoid or preserve buried intact these sites if required by and in accordance with the applicable guidelines and regulations of the State Historic Preservation Officer.

XII. ELEMENTARY SCHOOL SITE

A. **Dedication.** The Owners shall dedicate and convey to the Loudoun County Board of Supervisors or its designee one elementary school site containing approximately 22 acres generally in the location shown on the Concept Plan. Specific location and dedication shall occur at the time of approval of the first record plat or site plan, whichever is first in time, for any development area abutting the elementary school site. Should the Board of Supervisors request the dedication of such site prior to the Owners being prepared to proceed with either a preliminary plat of subdivision or site plan for any abutting development areas, the Owners (i) shall, within 90 days after the Board of Supervisors requests such dedication, file with the County for approval and recordation a record subdivision plat to create the elementary school parcel as shown on the Concept Plan, and (ii) shall dedicate and convey such parcel to the County within 30 days of the County's final approval of such record subdivision plat.

B. Preparation of the Elementary School Site.

1. **Cash Contribution toward Clearing and Grading Costs.** The Owners shall provide the Loudoun County School Board with a subsurface analysis (including laboratory testing and geotechnical analysis) of the proffered school site in accordance with guidelines established by the Loudoun County School Board. In addition to the subsurface analysis, the

Owners shall make a one-time cash contribution to the County in the amount of Four Hundred Thousand and No/100 Dollars (\$400,000.00) to be utilized by the County to clear and grade the site for construction of an elementary school. Such contribution shall be made within thirty (30) days of the decision by the School Board to award a contract for the construction of subject elementary school. The cash contribution proffered in this paragraph shall be escalated annually in accordance with changes in the CPI (see Proffer XIV.).

2. Access and Extension of Utilities to School Site. The Owners shall (i) construct street access and sidewalks to the school site as shown on the Concept Plan, (ii) extend sewer, water, telephone, natural gas and electric service to the perimeter of the school site, and (iii) design and construct off-site from the school site such stormwater detention facilities as may be necessary to accommodate and detain stormwater runoff from the school site, including planned paved areas and buildings, all concurrent with the Owners' own development activities on the portion of the Property abutting the school site. In the event the Board of Supervisors requests the dedication of said site prior to the Owners being prepared to undertake development activities on any abutting development areas, the County shall be responsible for designing and obtaining all necessary approvals for the initial vehicular and pedestrian access from Route 659 and utilities and stormwater detention facilities necessary to serve the elementary school, and the Owners shall make a cash contribution to the County in the amount of the actual bid price for constructing such infrastructure pursuant to the actual contract awarded by the County for construction of such infrastructure; provided, however, that in the event, the County is required to utilize a pump and haul process to provide sanitary sewer service to the elementary school, the County shall pay all costs of designing, constructing and implementing such pump and haul facilities, and the Applicant shall only be responsible for constructing and installing the ultimate sanitary sewer mains and facilities necessary to serve the elementary school site, concurrent with the Owners' own development activities on the portion of the Property abutting the school site. If required to be made pursuant to this paragraph, the cash contribution referenced in the preceding sentence shall be paid to the County within thirty (30) days of the Owners' receipt of a written request for such payment by the County, which request shall include a copy of the actual contract awarded by the County.

3. Interim Use of the School Site. Until the school site is dedicated and conveyed to the County, the school site may be used for lawful purposes allowed by applicable Loudoun County ordinances and related to the construction of the Seven Hills community. However, in no case shall any activity take place on the school site without the knowledge and written consent of the Loudoun County School Board. The school site shall be delivered to the County free and clear of any construction debris, materials, or machinery.

XIII. DESIGN GUIDELINES

A. Shutters and ornamental trim shall be incorporated on the side façade of any residential unit for which the side façade abuts and directly faces a "central green."

B. Any fence constructed along the side property line of lots abutting a "central green" shall comply with a unified design as included in the HOA Covenants recorded for the Property.

C. Lighting on the Property shall be designed and constructed to minimize light trespass, specifically:

1. Spillover light onto adjacent properties shall not exceed one quarter foot-candle.

2. All exterior light fixtures shall be "full cut-off outdoor lighting fixtures" as defined by the Illuminating Engineering Society of North America (IESNA). Light shall be directed inward and downward toward the interior of the Property, away from public streets (except street lights) and the nearby residential properties.

3. Except for street lights installed in accordance with applicable provisions of the FSM, the maximum height of any freestanding exterior lighting fixtures shall not exceed 20 feet. Height shall be measured from the ground surface to the bottom of the lighting fixture.

D. Garage Parking Restrictions. Each market rate residential unit shall incorporate a garage. Prior to the first site plan or record plat approval for the Property, whichever is first in time, the Owners shall prepare and record a covenant which shall preclude the primary use of the garages for purposes other than for the storage of vehicles.

E. Direct Lot Access. Lots that are rear loaded shall not have direct driveway access to public roads located on the Property.

XIV. MISCELLANEOUS

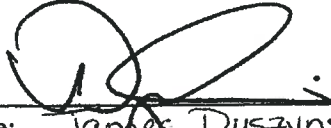
Whenever these Proffers refer to the escalation of a proffered contribution or value in accordance with the CPI, unless otherwise expressly stated herein, such reference shall mean that the contribution or value shall escalate annually, beginning on January 1, 2006, and continuing each January 1 thereafter, by an amount equal to the percentage increase in the CPI over the prior year. If the U.S. Department of Labor shall ever cease publishing the CPI, the CPI, for purposes of these Proffers, shall be that index published by the Department of Labor or other U.S. government agency intended to reflect general increases in the cost of living for residents in the Washington, D.C. Standard Metropolitan Statistical Area.

XV. BINDING EFFECTS

The Owners warrant that the Owners own all interests in the Property; that the Owners have full authority to bind the Property to these conditions; that the officer and/or manager of each of the Owners signing these Proffers is authorized to act on behalf of each respective Owner; and that these Proffers are entered into voluntarily; and that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms.

Seven Hills
(ZMAP 2005-0001)
Proffer Statement
February 14, 2006


GUM SPRINGS ASSOCIATES, L.C.,
a Virginia limited liability company

By: 
Name: James Duszynski
Title: CEO

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fairfax, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction,
personally appeared James Duszynski, as CEO
of Gum Springs Associates, L.C., who acknowledged that he executed the foregoing Proffers
with the full power and authority to do so, as the act of such company.

IN WITNESS WHEREOF, I have affixed my hand and seal this 14th day of
February, 2006.



Notary Public

My Commission Expires: March 31, 2007

Seven Hills
(ZMAP 2005-0001)
Proffer Statement
February 14, 2006

TWO GREENS/BRADDOCK LLC,
a Virginia limited liability company

By: 

Name: James Duszynski

Title: Vice President

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fairfax, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction,
personally appeared James Duszynski, as Vice President
of Two Greens/Braddock LLC, who acknowledged that he executed the foregoing Proffers with
the full power and authority to do so, as the act of such company.

IN WITNESS WHEREOF, I have affixed my hand and seal this 14th day of
February, 2006.



Notary Public

My Commission Expires: March 31, 2007

Seven Hills
(ZMAP 2005-0001)
Proffer Statement
February 14, 2006

EXHIBIT A
CONCEPT PLAN

Seven Hills
(ZMAP 2005-0001)
Proffer Statement
February 14, 2006

EXHIBIT B
PEDESTRIAN AND AMENITIES PLAN

EXHIBIT C
DESIGN MODIFICATIONS
FOR
SEVEN HILLS

January 26, 2006

1. Side Yard Setback Reduction For Single Family Detached Units

Zoning Ordinance: Sections 3-404(C)(2) and 7-703(C)(2)

LSDO: Section 1245.01(1)

Modification

Reduce the side yard setback for single family detached residential units from 9 and 8 feet respectively to 6 feet with a minimum separation between units of 12 feet for both unit types.

Justification

The Revised General Plan recommends that residential units located in the Transition Policy Area be located on small lots in order to preserve at least 50% of the land area as open space. After meeting with Fire & Rescue staff, the Owners determined that a reduction to 6 feet could be provided and still provide the 4:1 slope needed between residential units for fire suppression. This reduction will permit the development of smaller lots and the preservation of over 50% open space on the Property. More importantly, the majority of the open space preserved will consist of an existing hardwood forest which extends from east to west on (and off) the Property. This area of open space will provide for the preservation of a significant and healthy hardwood forest and wildlife habitat corridor to the Foley Branch. This reduction in side yard width will also reduce the amount of impervious surface on the Property which, in turn, will reduce runoff to the Foley Branch. Since fire suppression will not be compromised with this side yard reduction, but the environmental benefits of the project will be enhanced, this modification request exceeds the public purpose of providing the standard side yard setback.

2. Modifications Related to Provision of Additional Unit Types

Zoning Ordinance: Sections 3-607(B), 4-109(E), 4-306(B), 5-200(A)(6), 5-1414(A), 7-703(C) and 7-903(C)(2)

Modifications

The following design modifications are to permit the variety of unit types and mix of uses the Applicant has proposed in response to Staff comment's regarding the design of the community:

- a. **Section 3-607(B) to allow a maximum height of 55 feet for a multi-family structure without additional setbacks.**
- b. **Section 4-109(E) to permit building heights at the edge of the property boundary for multi-family units up to 55 feet and for single family detached and attached units up to 35 feet.**
- c. **Section 5-200(A)(6) to permit covered multi-family unit entry porches to project 5 feet into the front yard.**
- d. **Section 7-903(C)(2) to reduce the front yard for multi-family units from 25 feet to 15 feet from the back of curb.**
- e. **Section 7-903(C)(2) to reduce the side yard for multi-family units including corner lots to 10 feet from the back of curb.**
- f. **Section 7-903(C)(2) to reduce the rear yard for multi-family units from 25 feet to 18 feet where vehicular access to parking is provided at the rear of the lot.**
- g. **Section 4-306 (B) to permit building heights for office development up to three stories or 45 feet.**
- h. **Section 5-1414(A) to eliminate the buffer yards required between residential unit types for the internal blocks and land bays in the development.**
- i. **Section 7-703(C) to reduce the front yard from 15 feet to 10 feet minimum for single family attached units.**
- j. **Section 3-404(C)(1) to reduce the front yard from 25 feet to 15 feet for rear-loaded single-family detached lots.**
- k. **Section 3-404(C)(3) to reduce the rear yard from 25 feet to 18 feet for rear-loaded single-family detached lots.**
- l. **Section 3-412(A) to reduce the front setback from 25 feet to 10 feet for buildings adjacent to other road right-of-way, private access easements and prescriptive easements.**

Justification

During the initial review of this application, Staff recommended that the Applicant incorporate a broader variety of unit types and mix of uses and to integrate and disperse the proposed ADUs. The Applicant has redesigned the community to address Staff's design comments. In order to achieve these objectives and maintain the significant protections of the sensitive environmental features of the property, which the Applicant sought to protect with the original design of the community, the Applicant needs the requested design modifications. As the overall community design objectives will be achieved and the environmental benefits of the original project design will be maintained, these modifications will result in a community that exceeds the public purpose of the applicable zoning requirements.

With respect to the specific modifications requested, **subparagraphs a., b., c., d., e. and f.** will permit the Applicant to incorporate the proposed 2 over 2 multi-family units shown in Land Bay B on Sheet 8 of the Concept Plan, and provide a variety of single-family attached units in the locations shown on the Concept Plan. Land Bay B abuts collector roads and then open space on the west and southern boundaries and an area of tree conservation to the east between this Land Bay and the proposed school site. The parcel to the north (MCPI 207-28-3225) is planned for higher density in the revised General Plan and is anticipated to request increased density in the future. The Applicant is proposing a Type 3 buffer in the event that parcel is not rezoned to a more intensive use. The distances between Land Bay B and the surrounding uses and the preserved and additional proposed vegetation surrounding this Land Bay will mitigate the impacts of the additional height. With respect to **subparagraph b.**, the single-family attached units similarly are not located at the perimeter of the Property except for the boundary with MCPI 207-28-3225 where the Applicant is proposing a Type 3 buffer. The distance and landscaping between the attached unit neighborhoods and other neighborhoods in the community mitigate the impact of the additional height.

The modification in **subparagraph g.** will provide the opportunity to construct a community serving office building(s) in Land Bay A as shown on Sheet 7 of the Concept Plan. The setback and landscaping provided along Braddock Road will mitigate the impact of any additional height as viewed from the north. Tree conservation areas are shown along the western and southern boundaries of the proposed office location. Combined with off-site floodplain to the west, this preserved vegetation will mitigate the impact of any additional height to the west and south. The entrance and spine road will separate the proposed office location to the east, beyond which the Applicant is showing open space and potential park location. The distance to the property to the east will mitigate the impact of any additional height in that direction.

The modification in **subparagraph h.** will permit the Applicant to locate the single-family attached units in the locations shown on the Concept Plan so they are integrated into the surrounding single-family detached lots. In an effort to integrate the mix of unit types, several of the proposed attached units are immediately across the street from detached lots. The street right-of-way provides separation, but imposing an additional buffer will only further isolate those units. With respect to the attached units located north of MCPI 207-28-3225, the Applicant has proposed a Type 3 buffer unless that parcel is rezoned to a more intense use.

Seven Hills
(ZMAP 2005-0001)
Proffer Statement
February 14, 2006

The modification in **subparagraph i.** will permit the Applicant to locate several of the proposed attached units closer to the fronting street to provide a more attractive streetscape. Any adverse impacts are mitigated by the fact that none of the attached units will front roads other than the internal collector system.

The modification in **subparagraphs j. and k.** will permit the Applicant to provide single-family detached units in the community core area west of the recreation center with rear-loaded garages. This will provide for better integration of these units into the core and yield a distinct and attractive streetscape in this portion of the community. The rear-loaded units will be central to the site and will not impact adjacent properties.

The modification in **subparagraph l.** will applies to the multi-family 2 over 2 units and the single-family attached units. It will permit the Applicant to design these neighborhoods with greater flexibility to, among other things, preserve open space. The modification will not apply to locating single-family detached units adjacent to prescriptive easements that might extend to off-site properties.





CORRESPONDENCE SUMMARY

DATE: January 16, 2007

CORRESPONDENCE NUMBER: ZCOR-2006-0303 Letter of Clarification

SUBJECT: Seven Hills Off-site Braddock Road Improvements

1993 Ordinance Reference Numbers:

1972 Ordinance Reference Numbers:

Other Applicable Reference Numbers: ZMAP-2005-0001*, ZMAP-2002-0020,
ZMAP-2001-0010, ZMAP-1994-0017,
ZMAP-2000-0008

Applicable Tax Map/PIN Numbers: 206-27-5180-000
206-27-4246-000
206-18-0930-000

Correspondence Summary:

Letter of Clarification correcting misstatements made in ZCOR-2006-0303 regarding the fulfillment of proffers associated with ZMAP-1995-0014, Kirkpatrick Farms.

PROPERTY OWNERS:

BRADDOCK CORNER HOMEOWNERS ASSO CN
6905 ROCKLEDGE DR STE 800
BETHESDA MD 20817-1873

SOUTH RIDING PROPRIETARY
43055 CENTER ST
SOUTH RIDING VA 20152-4492

STONE RIDGE COMMUNITY DEV LLC
ATTN: ACQUISITION-PLANNING-DEV
5252 LYN GATE CT
BURKE VA 22015-1688

SOUTH RIDING LP
c/o TOLL BROTHERS INC
250 GIBRALTAR RD
HORSHAM PA 19044-2323

Author: Dan Csizmar

***Indicates where to file**

Is this a determination? Check one: Yes ✓ No



Loudoun County, Virginia

Department of Building and Development
1 Harrison Street, S. E., Leesburg, VA 20177-7000
Administration: 703/777-0397 Fax: 703/771-5215

December 5, 2006

Mark McIntosh
Greenvest L.C.
8614 Westwood Center Drive, Suite #900
Vienna, VA 22182
RE: Off-site Braddock Road Improvements (ZMAP-2005-0001, Seven Hills)

Dear Mr. McIntosh:

This letter is in response to your request for a determination regarding the availability of proffered road funds to design and construct two additional lanes of Braddock Road between the eastern property boundary of Seven Hills and the intersection of Gum Spring/Braddock Road pursuant to Proffer IV.C.1.f of ZMAP-2005-0001, Seven Hills. There is \$634,047 in available proffered road funds in the Dulles Planning Subarea to use for this project. Staff requests that the applicant estimate the cost of designing and constructing this segment of Braddock Road to compare with the County's estimate to determine if the available funds are sufficient to fulfill the proffer.

The Loudoun County Board of Supervisors approved ZMAP-2005-0001, Seven Hills, on March 21, 2006, subject to the proffer statement dated February 14, 2006, and the letter of clarification dated March 21, 2006. Proffer IV.C. 1 f. provides that *the Applicant shall work with the County to include construction of the two additional lanes of Braddock Road between the eastern property boundary and the Gum Spring Road/Braddock Road intersection with the construction of the improvements to Braddock Road proffered by the Applicant in this application; provided, however, that, within six (6) months of receiving written notification from the Owners that the Owners intend to proceed with construction of the Braddock Road improvements proffered in this Application, the County provides to the Owners (i) sufficient funds for the costs of engineering and constructing such section of Braddock Road from cash contributions proffered for such improvement by others or toward regional road improvements in approved rezoning applications, including the regional road cash contributions being proffered in this Application, and (ii) all right-of-way and related easements necessary for the Owners to construct such section of Braddock Road.*

Staff received written notification of the applicant's intent to proceed with the construction of the Braddock Road improvements in a letter sent to Melinda Artman, Zoning Administrator, dated October 19, 2006. In accordance with the conditions of Proffer IV.C.1.f, staff reviewed the approved rezoning applications in the Dulles Planning Subarea to determine the amount of cash on hand from proffered road funds that can be used for this off-site segment of Braddock Road. The County has a current balance of \$634,047 in proffered road funds in the Dulles Planning Subarea that are applicable to this project. The following applications provide sources of funding for this project:

1. Proffer IV.10 of ZMAP-2002-0020, Braddock Corner, provides that *The Applicant shall make a cash contribution to the County, in the amount of \$1,010,978 - - to be used at the County's discretion for regional road improvements within the Dulles South Community Planning Area, as defined by the Revised General Plan.* Thus far, \$552,521 has been collected for this proffer and is not otherwise dedicated to other County road projects.
2. Proffer II.I of ZMAP-1994-0017, Stone Ridge, provides that *the developer shall contribute to the County the sum of Fifty Cents (\$0.50) per gross square foot of the allowed 2,927,450 gross square feet of improvements in the areas zoned industrial (PD-IP and PD-GI), office (PD-OP), and retail commercial (PD-CC (SC)) within the Property . . . The proceeds of these contributions shall be applied toward regional road improvements in the Dulles South Planning Area in the vicinity of the Property, including Route 659 Relocated but excluding the Western Bypass.* Thus far, \$81,526 has been collected for this proffer and is not otherwise dedicated to other County road projects.

There are also two proffers within the Seven Hills Proffer Statement (ZMAP-2005-0001) that may pertain to this project. Proffer IV.J. provides that *the Owners shall make a cash contribution to the County in the amount of Five Hundred and 00/100 Dollars (\$500.00) for each of the market rate dwelling units developed on the Property. Such contributions shall be used, in the discretion of the Board of Supervisors, to fund capital equipment for transit services that serve Dulles South and/or road improvements to Route 50, Route 659, Braddock Road, Relocated Route 659 or other regional roads (existing or planned) in the vicinity of the Property.* At this time, no zoning permits have been issued; therefore, there are no regional road contributions associated with Seven Hills that are available for use on this project.

Proffer IV.L provided in the Letter of Clarification for ZMAP-2005-0001, provides a cash contribution of \$300,000 to the County or VDOT for improvements to the Route 659/Route 234 intersection. The proffer further provides that *In the event such conditions are not met prior to issuance of the zoning permit for the 490th zoning permit for the Property, the Owners shall make such contribution to the County prior to such issuance of the 490th zoning permit for the Property, and the County shall use such funds to make improvements to the Route 659/Route 234 intersection and/or for road improvements to Route 50, Route 659, Braddock Road, Relocated Route 659 or other regional roads (existing or planned) in the vicinity of the Property.* At this time, no zoning permits have been issued; therefore,

there are no regional road contributions associated with Seven Hills that are available for use on this project.

The segment of road in question runs between the eastern boundary of the Seven Hills property and the intersection of Gum Spring Road/Braddock Road. Proffer IV.C.1.f also stipulates that the County provide all necessary right-of-way and easements necessary to construct this segment of Braddock Road. To the north of Braddock Road is the Braddock Corner development, ZMAP-2002-0020. Proffer IV.9 of ZMAP-2002-0020 provides the County with right-of-way (ROW) along the property frontage on Braddock Road. The Braddock Road ROW was dedicated to the County as part of SBRD-2005-0055 and SBRD-2005-0060.

Proffer II.B.2.c of ZMAP-1995-0014, Kirkpatrick Farms, provides 45 feet of right-of-way (ROW) along the south side of Route 620 from the eastern boundary of Kirkpatrick Farms to the intersection of Braddock Road/Gum Spring Road. The ROW for part of this segment was dedicated to the County as part of ESMT-2003-0062. Right-of-way dedications still need to occur on three parcels (PIN Numbers 206-18-4807, 207-48-1371, 206-17-7441) along the south side of Braddock Road to fulfill the terms of Proffer II.B.2.c.

The County would like to work with the Applicant to facilitate the construction of this segment of Braddock Road concurrent with the proffered road improvements provided in ZMAP-2005-0001. A half-section of this off-site segment of road is proffered to be constructed according to Proffer II.B.2.4 of ZMAP-1995-0014, Kirkpatrick Farms. Therefore, only a half-section of road would have to be constructed by the Applicant to complete the four-lane section of Braddock Road from the eastern boundary of Seven Hills to the intersection of Braddock Road/Gum Spring Road.

This determination applies solely to the referenced property and is not binding upon the County, the Zoning Administrator or any other official with respect to any other property. No person may rely upon this determination with respect to any property other than the referenced property.

Please be advised that any person aggrieved, or any officer, department or agency of Loudoun County affected by an order, requirement, decision or determination made by an administrative officer in the administration or enforcement of the provisions of the *Zoning Ordinance* may appeal said decision within thirty days to the Board of Supervisors in strict accordance with Section 15.2-2301 of the *Code of Virginia*. This decision is final and unappealable if not appealed within 30 days.

If you have any questions concerning this correspondence, please call me at (703) 771-5997.

Sincerely,

Daniel Csizmar, Capital Facilities Planner

cc: Melinda M. Artman, Zoning Administrator
Stephen J. Snow, Dulles District Supervisor
Susan Glass, Proffer Manager
Terrie Laycock, Assistant County Administrator
Michael Hengemuhle, Dulles District Staff Aide
Andrew Beacher, Office of Transportation Services
Art Smith, Office of Transportation Services
Larr Kelly, County Attorney's Office
Braddock Corner Homeowner's Association, Property Owner
South Riding Proprietary, Property Owner
Stone Ridge Community Development, LLC, Property Owner
South Riding LP, Property Owner



Loudoun County, Virginia

Department of Building and Development
1 Harrison Street, S. E., Leesburg, VA 20177-7000
Administration: 703/777-0397 Fax: 703/771-5215

January 16, 2007

Mark McIntosh
Greenvest L.C.
8614 Westwood Center Drive, Suite #900
Vienna, VA 22182

RE: Letter of Clarification for ZCOR-2006-0303, Seven Hills Off-site Braddock Road Improvements

Dear Mr. McIntosh:

This letter is submitted as clarification of ZCOR-2006-0303, Seven Hills Off-site Braddock Road Improvements, dated December 5, 2006. Unless clarified below, all other provisions in the Proffer Determination remain unchanged and in full force and effect.

ZCOR-2006-0303 determined the availability of proffered road funds and right-of-way to design and construct two additional lanes of Braddock Road between the eastern property boundary of Seven Hills and the intersection of Gum Spring/Braddock Road pursuant to Proffer IV.C.1.f of ZMAP-2005-0001, Seven Hills.

This letter of clarification intends to correct two misstatements made in the determination regarding the fulfillment of proffers associated with ZMAP-1995-0014, Kirkpatrick Farms. The determination incorrectly stated that *Proffer II.B.2.c of ZMAP-1995-0014, Kirkpatrick Farms, provides 45 feet of right-of-way (ROW) along the south side of Route 620 from the eastern boundary of Kirkpatrick Farms to the intersection of Braddock Road/Gum Spring Road.*

Proffer II.B.2.c. actually states that the Applicant will *dedicate subject to Section II.E., below, a right-of-way forty-five feet (45') from the ultimate Center line of Route 620 from the eastern boundary line of the Property to Route 659.* The proffer does not state the right-of-way will be provided along the "south" side of the ultimate centerline on Braddock Road; it merely indicates that the right-of-way dedication will occur on one side of the centerline or the other. Kirkpatrick Farms dedicated the 45-foot right-of-way required by this proffer along the north side of Braddock Road as part of SBRD-2003-0013, SBRD-2003-0014, SBRD-2003-0015, SBRD-2003-0016, SBRD-2003-0017, and SBRD-2003-0018.

ZCOR-2006-0303 LOC

The determination also incorrectly stated, *Right-of-way dedications still need to occur on three parcels (PIN Numbers 206-18-4807, 207-48-1371, 206-17-7441) along the south side of Braddock Road to fulfill the terms of Proffer II.B.2.c.* Since Proffer II.B.2.c did not indicate which side of Braddock Road the right-of-way dedication needed to occur, the dedication of right-of-way on the stated parcels along the south side of Braddock Road are not required to fulfill the terms of Proffer II.B.2.c. The terms of Proffer II.B.2.c were fulfilled with the right-of way dedications that occurred as part of SBRD-2003-0013, SBRD-2003-0014, SBRD-2003-0015, SBRD-2003-0016, SBRD-2003-0017, and SBRD -2003-0018 on the northern side of Braddock Road.

This determination applies solely to the referenced property and is not binding upon the County, the Zoning Administrator or any other official with respect to any other property. No person may rely upon this determination with respect to any property other than the referenced property.

Please be advised that any person aggrieved, or any officer, department or agency of Loudoun County affected by an order, requirement, decision or determination made by an administrative officer in the administration or enforcement of the provisions of the *Zoning Ordinance* may appeal said decision within thirty days to the Board of Supervisors in strict accordance with Section 15.2-2301 of the *Code of Virginia*. This decision is final and unappealable if not appealed within 30 days.

If you have any questions concerning this correspondence, please call me at (703) 771-5997.

Sincerely,

Daniel Csizmar, Capital Facilities Planner

cc: Melinda M. Artman, Zoning Administrator
Stephen J. Snow, Dulles District Supervisor
Susan Glass, Proffer Manager
Charles Yudd, Assistant County Administrator
Michael Hengemuhle, Dulles District Staff Aide
Andrew Beacher, Office of Transportation Services
Art Smith, Office of Transportation Services
Larr Kelly, County Attorney's Office
Braddock Corner Homeowner's Association, Property Owner
Stone Ridge Community Development, LLC, Property Owner

Attachment: ZCOR-2006-0303